

**AMENDMENT OF
OIL AND GAS LEASE**

THE STATE OF TEXAS

COUNTY OF TARRANT

§
§
§

CITY SECRETARY
CONTRACT NO. _____
FILED
TARRANT COUNTY TEXAS

2009 NOV -4 AM 9:59

SUZANNE HENDERSON
COUNTY CLERK

BY _____

WHEREAS, an Oil and Gas Lease dated March 7, 2008, was granted by The City of Fort Worth, a home rule municipal corporation ("Lessor") to XTO Energy Inc. ("Lessee"), a memorandum giving notice of such lease being recorded as Instrument No. D208099779 in the Real Property Records of Tarrant County, Texas (the "Lease"); and

WHEREAS, it is the mutual desire of Lessor and Lessee to amend the Lease as provided herein;

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree that the Lease is amended as follows:

- A. Exhibit "A" attached to the Lease is hereby deleted and the Exhibit "A" attached hereto is hereby substituted therefor.
- B. The first paragraph in Paragraph 1 of the Lease is amended by inserting the following provisions at the conclusion of such paragraph:

"This Lease covers all of the land described on Exhibit "A" hereto, and, in addition, it covers and there is expressly leased, let, and demised to the same extent as if described on Exhibit "A" hereto, all lands owned or claimed by Lessor adjacent to, contiguous to or a part of the lands specifically on Exhibit "A" hereto (including, without limitation, Lessor's interest in minerals under lots, roads, streets, easements and rights-of-way), whether the additional lands are owned or claimed by deed, limitation or otherwise, and whether they are inside or outside the stated description, whether they are held under fence by Lessor or not, and whether the additional lands are in the named survey or other survey or surveys."

- C. Lessor and Lessee agree that the effective date of the Lease shall be June 2, 2009 and that the primary term (as defined in the Lease) shall be one (1) year from and after June 2, 2009.

EXCEPT as amended hereby, the Lease shall remain in full force and effect according to its original terms and, for the same consideration above recited, Lessors hereby ratify, confirm and adopt said Lease as hereby amended, and lease and let the leased premises to Lessee whose interests appear of record according to the terms of the Lease as amended hereby. Lessors acknowledge the Lease, as amended hereby, to be valid, subsisting and in full force and effect.

Executed this 19 day of OCTOBER, 2009.

LESSOR:

CITY OF FORT WORTH

By: _____

Fernando Costa
Assistant City Manager

NO M&C REQUIRED

Contract Authorization

ATTEST:

City Secretary

Date

APPROVED AS TO FORM AND LEGALITY:

By: _____

Assistant City Attorney

Date: 10-14-09

LESSEE:

XTO ENERGY INC. ^{12/8}

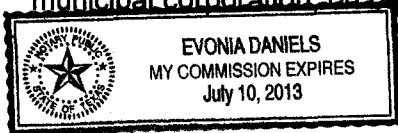
By: _____

Edwin S. Ryan, Jr.,
Senior Vice President, Land Administration

ACKNOWLEDGMENTS

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

This instrument was acknowledged before me on this 19th day of October, 2009, by Fernando Costa, Assistant City Manager of The City of Fort Worth, a home rule municipal corporation, on behalf of said home rule municipal corporation in such capacity.



Notary Public Signature: Evonia Daniels

Printed Name of Notary: Evonia Daniels

(Seal) Commission Expires

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

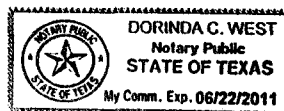
This instrument was acknowledged before me on this 3 day of November, 2009, by Edwin S. Ryan, Jr., Senior Vice President, Land Administration, of XTO Energy Inc, a Delaware corporation, on behalf of said corporation.

Notary Public Signature: Dorinda C West

Printed Name of Notary: DORINDA C WEST

06-22-2011
 (Seal) Commission Expires

\\Server\docs\XTO Energy\Meacham Airport Unit\LeaseAmendment(City).doc



Return to:
 Tal Baran
 Carler Petroleum
 1320 S. University Dr.
 Suite 405
 Fort Worth, TX 7607

EXHIBIT "A"

Attached to and made a part of that certain Amendment to Oil and Gas Lease by and between the City of Fort Worth and XTO Energy Inc.

Description: 814.6898 acres, more or less, being described as follows:

Parcel One: 760.319 acres, more or less, that lies within Meacham Airport, an Addition to the City of Fort Worth, Tarrant County, Texas, as described in Plats recorded as Plat A, Slide 2445 through Slide 2447, Plat Records of Tarrant County, Texas.

Parcel Two:

9.74 acres, more or less, more particularly described as:

9.74 acres, more or less, out of the C.H. Putnam Survey, A-1250 and being **ALL THAT PART AND ONLY THAT PART** of the 44.50 acres, more or less, described as "Tract No. 4-Runway Area" in Release and Quit Claim Deed from Nellie Reed and Kenneth Reed to the City of Fort Worth, recorded in Volume 4771, Page 527, Deed Records of Tarrant County, Texas, **THAT LIES WITHIN** the boundaries of the 30.74 acres, described in Warranty Deed dated August 8, 1955, from Nellie Reed, a Widow, to Tarrant County Water Control and Improvement District No. 1, recorded in Volume 2900, Page 74, Deed Records of Tarrant County, Texas.

Parcel Three: 14.6093 acres, more or less, more particularly described in the following three tracts:

FIRST TRACT: 2.2563 acres, more or less, out of the Alexander F. Albright Survey, A-1849, and being the same land described by metes and bounds in Quit Claim Deed dated May 27, 1972, from Lucille Beall McLean, et al. to the City of Fort Worth, recorded at Volume 5263, Page 899, Official Public Records, Tarrant County, Texas.

SECOND TRACT: 10.00 acres, more or less, out of the Alexander F. Albright Survey, A-1849, and the Robert Musselman Survey, A-1102, and being the same land described by metes and bounds in Warranty Deed dated January 26, 1971, from Sara Beall, widow of Jarvis Beall, to the City of Fort Worth, recorded at Volume 4993, Page 924, Official Public Records, Tarrant County, Texas.

THIRD TRACT: 2.353 acres, more or less, out of the Robert Musselman Survey, A-1102, and being the same land described by metes and bounds in Controlled Access Highway Facility Deed dated February 1, 1971, from the City of Fort Worth to the State of Texas (Highway Commission), recorded at Volume 5025, Page 27, Official Public Records, Tarrant County, Texas.

Parcel Four: 4.9595 acres, more or less, described as follows:

Lots 18, 19, 20, 21, and 22 of Block 1
Lots 1, 3, 4, 5, 6, 7, 8, 9, and 10 of Block 4
Lots 6, 7, 10, 12, 18, 19 and 20 of Block 5

All in the Airport Acres Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 1792, Page 91, Deed Records of Tarrant County, Texas.

Parcel Five: 18.758 acres, more or less, described as follows:

Lots 1, 2, 5, 6, 7, 9 and 10 of Block 3

Lots 1, 3, 5, 6, 7, 8, 9, 10, 13 and 14 of Block 4
Lots 1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 16 and 20 of Block 5
Lots 12, 13, 14, 15, 16, 17, 18, 19, and 20 of Block 6
Lots A, B, D, 13, 14, 16, 17, 18, and 19 of Block 8
Lots 3, 4, 5, 7, 8, 9, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, and 23 of Block 9
Lots 10, 11, 12, 13 of Block 10

All in the Worth Hills Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded at Volume 309, Page 60, in the Plat Records of Tarrant County, Texas.

Parcel Six: 4.27 acres, more or less, out of the S.A. & M.G. Railroad Company Survey, A-1464 and the James Wallace Survey, A-1605, Tarrant County, Texas, and being **all that part and only that part** of the following tracts of land **lying West of State Highway Spur No. 496,** to-wit:

5.060 acres, more or less, out of the S.A. & M.G. Railroad Company Survey, A-1464, and being the same land described in Warranty Deed dated July 7, 1932 from Annie L. White, a widow, et al. to the City of Fort Worth, recorded in Volume 1166, Page 313, Deed Records of Tarrant County, Texas.

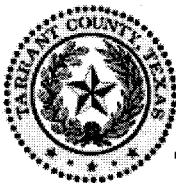
34.016 acres, more or less, out of the S.A. & M.G. Railroad Company Survey, A-1464, and the James Wallace Survey, A-1605 and being the same land described as "First Tract" of 25.036 acres and "Second Tract" of 8.98 acres in Warranty Deed dated June 3, 1947, from Annie L. White, a widow, et al. to the City of Fort Worth, recorded in Volume 1910, Page 561, Deed Records of Tarrant County, Texas.

0.394 acres, more or less, out of the S.A. & M.G. Railroad Company Survey, A-1464, and being the same land described in Warranty Deed dated February 14, 1941, from Annie L. White, a Widow, et al. to the State of Texas, recorded in Volume 1467, Page 383, Deed Records of Tarrant County, Texas.

Parcel Seven: 2.034 acres, more or less, out of the S.A. & M.G. Railroad Company Survey, A-1464, and being the same land described as the 2.034 acre tract in Warranty Deed dated November 24, 1982, from The Atchison, Topeka and Santa Fe Railway Company, to City of Fort Worth, recorded in Volume 7456, Page 1251, Deed Records of Tarrant County, Texas.

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

TAL BARAK
CARLEN PETROLEUM
1320 S UNIVERSITY DRIVE 405
FTW, TX 76107

Submitter: TAL BARAK

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 11/4/2009 9:52 AM

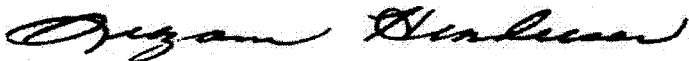
Instrument #: D209291086

LSE

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PGS

\$32.00

By: 

D209291086

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: DBWARD